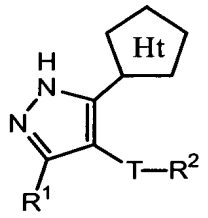
IN THE CLAIMS:

Please cancel claims 2, 3, 10, 11, 26, and 27 without prejudice and amend claims 1, 4-9, and 12-25 as follows:

1. (Currently amended) A compound of formula **I**:



I

or a pharmaceutically acceptable ~~derivative or prodrug~~ salt thereof, wherein:

Ht is ~~a heterocyclic ring selected from~~ pyrazol-3-yl, ~~[1,2,4]triazol-3-yl, [1,2,3]triazol-4-yl, or tetrazol-5-yl, said pyrazol-3-yl~~ having R^3 and QR^4 substituents~~, and said [1,2,4]triazol-3-yl or [1,2,3]triazol-4-yl substituted by either R^3 or QR^4~~;

R^1 is selected from R, F, Cl, $N(R^8)_2$, OR, NRCOR, $NRCON(R^8)_2$, $CON(R^8)_2$, SO_2R, $NRSO_2R$, or $SO_2N(R^8)_2$;

T is selected from a valence bond or a linker group;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

R^2 is selected from hydrogen, CN, halogen, or an optionally substituted group selected from aryl, aralkyl, heteroaryl, heterocyclyl, acyclic aliphatic chain group having one to six carbons, or a cyclic aliphatic group having three to ten carbons;

R^3 is selected from R, OH, OR, $N(R^8)_2$, F, Cl, or CN;

Q is a valence bond, J, or an optionally substituted C_{1-6} alkylidene chain wherein up to two nonadjacent carbons of the alkylidene chain are each optionally and independently replaced by J;

J is selected from $-C(=O)-$, $-CO_2-$, $-C(O)C(O)-$, $-NRCONR^8-$, $-N(R)N(R^8)-$, $-C(=O)NR^8-$, $-NRC(=O)-$, $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-N(R)O-$, $-ON(R^8)-$, $-OC(=O)N(R^8)-$, $-N(R)COO-$, $-SO_2N(R^8)-$, $-N(R)SO_2-$, or $-N(R^8)-$;

R^4 is selected from $-R^8$, $-R^5$, $-NH_2$, $-NHR^5$, $-N(R^5)_2$, or $-NR^5(CH_2)_yN(R^5)_2$;

each R^5 is independently selected from R^6, R^7, $-(CH_2)_yCH(R^6)(R^7)$, $-(CH_2)_yR^6$, $-(CH_2)_yCH(R^6)_2$, $-(CH_2)_yCH(R^7)_2$, or $-(CH_2)_yR^7$;

y is 0-6;

each R^6 is an optionally substituted group independently selected from an aliphatic, aryl, aralkyl, aralkoxy, heteroaryl, heteroarylalkyl, heteroarylalkoxy, heterocyclyl, heterocyclylalkyl, or heterocyclylalkoxy, group;

each R^7 is independently selected from an optionally substituted aliphatic, hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, or alkoxycarbonyl;

each R^8 is independently selected from R or two R^8 on the same nitrogen taken together with the nitrogen optionally form a four to eight membered, saturated or unsaturated heterocyclic ring having one to three heteroatoms;

and each substitutable ring nitrogen is independently substituted by R, NR_2, COR, $CO_2(C_1\text{-}C_6$ optionally substituted alkyl), $SO_2(C_1\text{-}C_6$ optionally substituted alkyl), $CONR_2$, or SO_2NR_2;

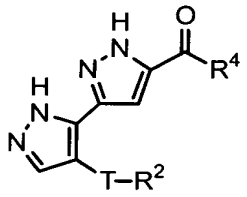
provided that: (a) TR^2 and QR^4 are not the same; (b) TR^2 and R^3 are not the same; ~~(c) when Ht is tetrazol-5-yl and R^1 is methyl, then TR^2 is other than hydrogen; (d) when Ht is [1,2,3]triazole-4-yl and R^1 and R^3 are both methyl, then TR^2 is other than hydrogen;~~ and (b) ~~(e)~~ when Ht is pyrazol-3-yl and R^1 and R^3 are both hydrogen, then TR^2 is other than methyl when QR^4 is phenyl in the 4-position.

2. (Canceled).

3. (Canceled).

4. (Currently amended) The compound according to claim 1 ~~any one of claims 1, 2, or 3~~ having one or more of the following features: (a) Q is -CO-, $-CO_2$-, or –CONH-; (b) T is a valence bond; (c) R^1 is hydrogen or NHR; (d) R^2 is an optionally substituted aryl ring; (e) R^3 is hydrogen; (f) R^4 is selected from R^5, $-NHR^5$, $-N(R^5)_2$, $-NR^5R^6$, $-NHCHR^5R^6$, or $-NHCH_2R^5$; or (g) R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, $(CH_2)_yR^6$, $(CH_2)_yR^7$, or $(CH_2)_yCH(R^6)(R^7)$.

5. (Currently amended) The compound according to claim 1 4 having the formula

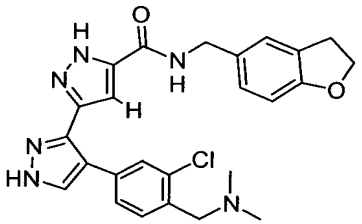
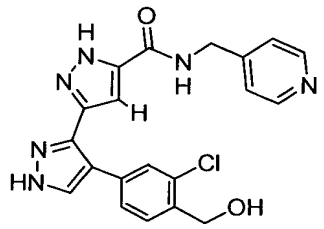
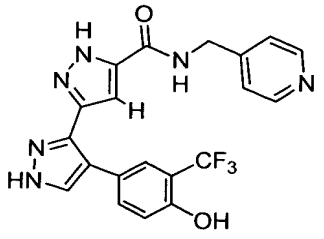


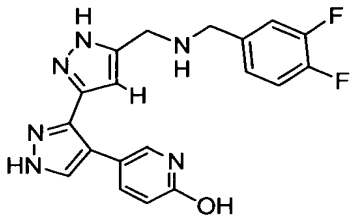
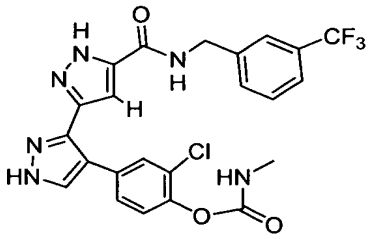
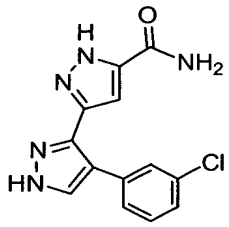
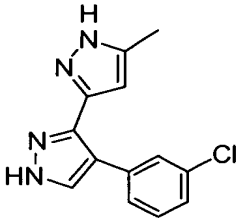
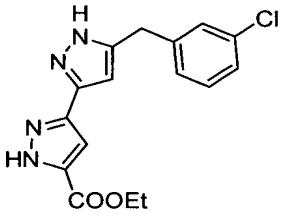
III-A

or a pharmaceutically acceptable ~~derivative or prodrug~~ salt thereof.

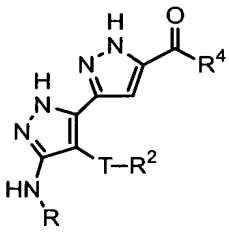
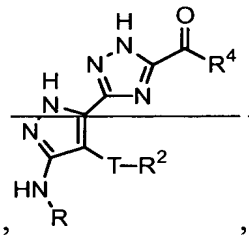
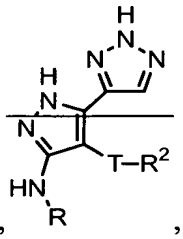
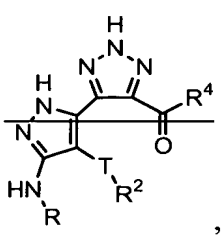
6. (Original) The compound according to claim 5 having the following features: (a) T is a valence bond; (b) R^2 is an optionally substituted aryl ring; (c) R^4 is selected from R^5, -NHR^5, -$N(R^5)_2$, -NR^5R^6, -$NHCHR^5R^6$, or –$NHCH_2R^5$; and (d) R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, -$(CH_2)_yR^6$, -$(CH_2)_yR^7$, or -$(CH_2)_yCH(R^6)(R^7)$.

7. (Currently amended) The compound according to claim 1 wherein said compound is selected from ~~those listed in Table 1.~~ the following Table 1 compounds:

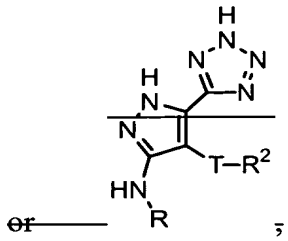
No.	Structure
II-A 1	
II-A 2	
II-A 3	

No.	Structure
II-A 4	
II-A 5	
II-A 6	
II-A 7	
II-A 8	

8. (Currently amended) The compound according to claim 1, having the formula **IV-A** ~~said compound selected from the following~~:

 ,  ,  ,  ,

IV-A ~~IV-B~~ ~~IV-C~~ ~~IV-D~~



~~or~~ ~~IV-E~~

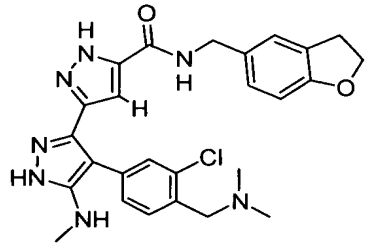
or a pharmaceutically acceptable [derivative or prodrug] salt thereof.

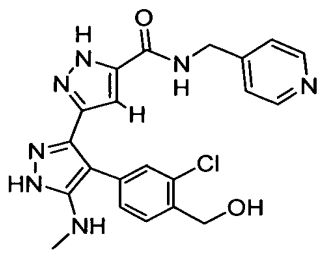
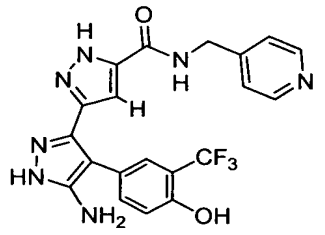
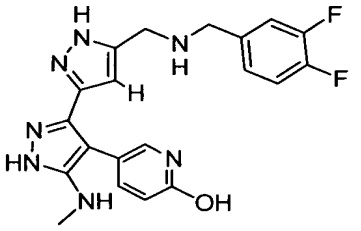
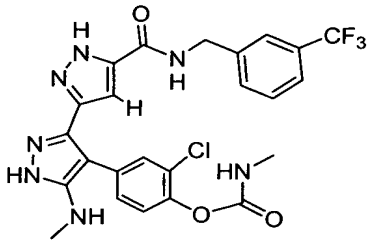
9. (Original) The compound according to claim 8 having one or more of the following features: (a) Q is -CO-, -CO_2-, or–CONH-; (b) T is a valence bond; (c) R^2 is an optionally substituted aryl ring; (d) R^3 is hydrogen; (e) R^4 is selected from R^5, -NHR^5, -$N(R^5)_2$, -NR^5R^6, -$NHCHR^5R^6$, or –$NHCH_2R^5$; or (f) R^5 is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, $(CH_2)_yR^6$, $(CH_2)_yR^7$, or $(CH_2)_yCH(R^6)(R^7)$.

10. (Canceled).

11. (Canceled).

12. (Currently amended) The compound according to claim 1 wherein said compound is selected from ~~those listed in Table 2.~~ the following Table 2 compounds:

No.	Structure
IV-A 1	

No.	Structure
IV-A 2	
IV-A 3	
IV-A 4	
IV-A 5	

13. (Currently amended) A composition comprising a compound according to claim 1 ~~any one of claims 1 to 12~~ in an amount sufficient to detectably inhibit protein kinase activity, said protein kinase selected from one or more of ERK, JAK, JNK, Aurora, GSK, KDR, AKT, or a protein kinase related thereto; and a pharmaceutically acceptable carrier.

14. (Original) The composition according to claim 13 wherein said compound is formulated in a pharmaceutically acceptable manner for administration to a patient.

15. (Original) A composition according to claim 13 further comprising a therapeutic agent, either as part of a multiple dosage form together with said compound or as a separate dosage form.

16. (Original) A method of inhibiting protein kinase activity in a biological sample, wherein said protein kinase is selected from ERK, JAK, JNK, Aurora, GSK, KDR, AKT, or a protein kinase related thereto, comprising the step of contacting said sample with a compound according to claim 1 ~~any one of claims 1 to 12~~.

17. (Original) A method for treating a protein kinase-mediated disease state in a patient, wherein said protein kinase is selected from one or more of ERK, JAK, JNK, Aurora, KDR, AKT, or a protein kinase related thereto, comprising the step of administering to said patient a composition according to claim 13.

18. (Original) The method according to claim 17, comprising the additional step of administering to said patient a therapeutic agent either as part of a multiple dosage form together with said compound or as a separate dosage form.

19. (Currently amended) A method of treating a disease state in a patient, wherein said disease state is selected from cancer, stroke, diabetes, hepatomegaly, cardiovascular disease, Alzheimer's disease, cystic fibrosis, viral disease, autoimmune diseases, atherosclerosis, restenosis, psoriasis, allergic disorders, inflammation, neurological disorders, a hormone-related disease, conditions associated with organ transplantation, immunodeficiency disorders, destructive bone disorders, proliferative disorders, infectious diseases, ~~conditions associated with cell death~~, thrombin-induced platelet aggregation, chronic myelogenous leukemia (CML), liver disease, pathologic immune conditions involving T cell activation, or CNS disorders, comprising the step of administering to said patient a composition according to claim 13.

20. (Original) The method according to claim 19 wherein the disease state is cancer.

21. (Currently Amended) The method according to claim 20 wherein the disease state is a cancer selected from breast; ovary; cervix; prostate; testis, genitourinary tract; esophagus; larynx, glioblastoma; neuroblastoma; stomach; skin, keratoacanthoma; lung, epidermoid carcinoma, large cell carcinoma, small cell carcinoma, lung adenocarcinoma; bone; colon, adenoma; pancreas, adenocarcinoma; thyroid, follicular carcinoma, undifferentiated carcinoma, papillary carcinoma; seminoma; melanoma; sarcoma; bladder

carcinoma; liver carcinoma and biliary passages; kidney carcinoma; myeloid disorders; lymphoid disorders, Hodgkin's, hairy cells; buccal cavity and pharynx ~~(oral), lip, tongue, mouth, pharynx~~; small intestine; colon-rectum, large intestine, rectum; brain and central nervous system; or leukemia.

22. (Original) The method according to claim 20 comprising the additional step of administering to said patient a chemotherapeutic agent either as part of a multiple dosage form together with said compound or as a separate dosage form.

23. (Original) The method according to claim 19 wherein the disease state is cardiovascular disease.

24. (Original) The method according to claim 23 wherein the disease state is a cardiovascular disease selected from restenosis, cardiomegaly, artherosclerosis, myocardial infarction, or congestive heart failure.

25. (Original) The method according to claim 23 comprising the additional step of administering to said patient a therapeutic agent for treating cardiovascular disease either as part of a multiple dosage form together with said compound or as a separate dosage form.

26. (Canceled).

27. (Canceled).